

Form 5471 (Rev. 5-2001)

**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued** (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 JAPAN	240,990,900.	0.0079672	1,920,023.
3			
4			
5			
6			
7			
8 Total			1,920,023.

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		3,279,187.	5,386,270.
2a Trade notes and accounts receivable		4,506,865.	3,104,257.
b Less allowance for bad debts		( -978,883. )	( -756,782. )
3 Inventories		2,475,708.	1,156,821.
4 Other current assets (attach schedule)	SEE STATEMENT. 3	635,877.	543,178.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)	SEE STATEMENT. 4	2,259,851.	2,188,139.
8a Buildings and other depreciable assets		35,847,707.	31,298,624.
b Less accumulated depreciation		( 22,393,831. )	( 19,771,935. )
9a Depletable assets			
b Less accumulated depletion		( )	( )
10 Land (net of any amortization)		185,198.	160,674.
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets		13,140.	11,400.
d Less accumulated amortization for lines 11a, b, and c		( 11,096. )	( 10,767. )
12 Other assets (attach schedule)	SEE STATEMENT. 5	0.	0.
13 Total assets		27,777,489.	24,823,443.
Liabilities and Stockholders' Equity			
14 Accounts payable		3,180,563.	2,812,278.
15 Other current liabilities (attach schedule)	SEE STATEMENT. 6	8,174,511.	5,780,839.
16 Loans from stockholders and other related persons		-3,591,870.	-3,800,215.
17 Other liabilities (attach schedule)	SEE STATEMENT. 7	805,842.	-640,823.
18 Capital stock:			
a Preferred stock			
b Common stock		2,978,400.	2,584,000.
19 Paid-in or capital surplus (attach reconciliation)			0.
20 Retained earnings		16,230,043.	18,087,364.
21 Less cost of treasury stock		( )	( )
22 Total liabilities and stockholders' equity		27,777,489.	24,823,443.

**Schedule G Other Information**

- Yes No
- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ ☒
- If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ ☒
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ ☒
- If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

**Schedule H Current Earnings and Profits** (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.	1	527,171,791.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		<b>Net Additions</b>	<b>Net Subtractions</b>
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes		171,910,806.
h	Other (attach schedule)	0.	0.
3	Total net additions	0.	
4	Total net subtractions		171,910,806.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	355,260,985.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	355,260,985.
d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).	5d	2,920,245.
Enter exchange rate used for line 5d ▶		0.0082200	

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

- Yes No
- Was any income of the foreign corporation blocked? ☐ ☒
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ ☒
- If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J  
(Form 5471)**(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service**Accumulated Earnings and Profits (E&P)  
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE JAPAN KK

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
<b>1</b> Balance at beginning of year	2,300,800,303.	1,041,165,158.				3,341,965,461.
<b>2a</b> Current year E&P	355,260,985.					
<b>b</b> Current year deficit in E&P						
<b>3</b> Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	2,656,061,288.	1,041,165,158.				
<b>4</b> Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
<b>5a</b> Actual distributions or reclassifications of previously taxed E&P						
<b>b</b> Actual distributions of nonpreviously taxed E&P						
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
<b>b</b> Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	2,656,061,288.	1,041,165,158.				
<b>7</b> Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	2,656,061,288.	1,041,165,158.	0.	0.	0.	3,697,226,446.

For Paperwork Reduction Act Notice, see the instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

**SCHEDULE M  
(Form 5471)**(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service**Transactions Between Controlled Foreign Corporation  
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE JAPAN KK

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Japanese Yen 0.0082200

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
<b>1</b> Sales of stock in trade (inventory).....		12,075.	167,840.		
<b>2</b> Sales of property rights (patents, trademarks, etc.)....					
<b>3</b> Compensation received for technical, managerial, engineering, construction, or like services.....			174,325.		
<b>4</b> Commissions received.....					
<b>5</b> Rents, royalties, and license fees received.....					
<b>6</b> Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).....			80,892.		
<b>7</b> Interest received.....			42,478.		
<b>8</b> Premiums received for insurance or reinsurance.....					
<b>9</b> Add lines 1 through 8.....	0.	12,075.	465,535.	0.	0.
<b>10</b> Purchases of stock in trade (inventory).....		3,033,223.	1,777,421.		
<b>11</b> Purchases of tangible property other than stock in trade.....					
<b>12</b> Purchases of property rights (patents, trademarks, etc.)....					
<b>13</b> Compensation paid for technical, managerial, engineering, construction, or like services.....					
<b>14</b> Commissions paid.....					
<b>15</b> Rents, royalties, and license fees paid.....		819,143.			
<b>16</b> Dividends paid.....					
<b>17</b> Interest paid.....					
<b>18</b> Add lines 10 through 17.....	0.	3,852,366.	1,777,421.	0.	0.
<b>19</b> Amounts borrowed (enter the maximum loan balance during the year) -- see instructions...					
<b>20</b> Amounts loaned (enter the maximum loan balance during the year) -- see instructions...			4,161,119.		

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

CAA

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NTF 35685

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GRACE JAPAN KK

Statement 1  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	217,351,881	1,786,632
	-----	-----
Total	217,351,881	1,786,632
	=====	=====

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 GRACE JAPAN KK

Statement 2  
 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	26,890,744	221,042
CHARITABLE DEDUCTIONS	96,700	795
ADVERTISING	10,231,771	84,105
GENERAL STATIONARY AND SU	11,599,077	95,344
TELEPHONE COMMUNICATIONS	62,416,928	513,067
OPERATING COSTS	24,399,098	200,561
UTILITIES	23,042,956	189,413
REPAIRS AND MAINTENANCE	27,246,353	223,965
INSURANCE	22,609,810	185,853
SERVICE CHARGES	68,588,259	563,795
EXPENSE TRANSFERS	-15,146,840	-124,507
AMORTIZATION CHARGES	150,000	1,233
OTHER DEDUCTIONS	21,703,517	178,403
Total	283,828,373	2,333,069

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GRACE JAPAN KK

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4--- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	191,149	178,994
CURRENT DEFERRED TAXES	444,728	364,184
Total	635,877	543,178

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GRACE JAPAN KK

Statement 4  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7--- Other Investments

Detail Description	Beginning	Ending
INVEST. IN CONSOL. SUBS	2,149,761	1,865,090
MISCELLANEOUS INVESTMENTS	110,090	323,049
Total	2,259,851	2,188,139



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GRACE JAPAN KK

Statement 5  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
	0	0
	-----	-----
Total	0	0
	=====	=====

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GRACE JAPAN KK

Statement 6  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	1,006,846	821,054
INCOME TAXES PAYABLE	1,613,705	850,816
ACCRUED CURRENT LIABILITI	608,154	507,355
OTHER CURRENT LIABILITIES	53,386	65,144
INDEMNITIES, PENSIONS AND	4,148,157	3,675,090
INTER CORPORATE BAL. WITH	744,263	-138,620
Total	8,174,511	5,780,839

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GRACE JAPAN KK

Statement 7  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
NON CURRENT DEFERRED TAX	805,842	-640,823
Total	805,842	-640,823

Form **5471**

(Rev. May 2001)

Department of the Treasury  
Internal Revenue Service

# **Information Return of U.S. Persons With Respect To Certain Foreign Corporations**

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

**File In Duplicate**  
(see **When and  
Where To File** in the  
instructions)

Name of person filing this return  
**W. R. GRACE & CO. & SUBSIDIARIES**

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)  
**5400 BROKEN SOUND BLVD. - SUITE 300**

City or town, state, and ZIP code  
**BOCA RATON, FL 33487**

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

**A Identifying number**  
**65-0773649**

**B Category of filer** (See instructions. Check applicable box(es)):  
1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒

**C** Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period **100%**

**D** Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

**Important:** Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

<b>1a</b> Name and address of foreign corporation GRACE KOREA INC. 70-1, KOJAN-DONG, NAMDONG-KU INCHON CITY, KOREA				<b>b</b> Employer identification number, if any	
				<b>c</b> Country under whose laws incorporated KOREA	
<b>d</b> Date of incorporation 6/7/86	<b>e</b> Principal place of busn. KOREA	<b>f</b> Principal business activity code number 325900	<b>g</b> Principal business activity OTHER CHEMICAL PRODUCT MFG	<b>h</b> Functional currency Won	

**2** Provide the following information for the foreign corporation's accounting period stated above.

<b>a</b> Name, address, and identifying number of branch office or agent (if any) in the United States NONE		<b>b</b> If a U.S. income tax return was filed, please show:	
		(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
<b>c</b> Name and address of foreign corporation's statutory or resident agent in country of incorporation		<b>d</b> Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different G. O. CHAE	

## **Schedule A Stock of the Foreign Corporation**

### **Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	1,045,788	1,045,788

### **Part II — Additional information for Preferred Stock**

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

**For Paperwork Reduction Act Notice, see the separate instructions.**

Form **5471** (Rev. 5-2001)

Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.)

100

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

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**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued** (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 KOREA	701,710,783.	0.0007683	539,124.
3			
4			
5			
6			
7			
8 Total			539,124.

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		1,519,309.	2,498,500.
2a Trade notes and accounts receivable		5,091,313.	3,672,206.
b Less allowance for bad debts		(-326,639.)	(-114,957.)
3 Inventories		1,886,998.	1,344,732.
4 Other current assets (attach schedule)	SEE STATEMENT. 3	100,370.	138,928.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)	SEE STATEMENT. 4	551,762.	430,313.
8a Buildings and other depreciable assets		1,797,740.	1,535,154.
b Less accumulated depreciation		(899,876.)	(816,231.)
9a Depletable assets			
b Less accumulated depletion		( )	( )
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill		2,639,292.	2,502,273.
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c		(10,968.)	(72,257.)
12 Other assets (attach schedule)	SEE STATEMENT. 5	19,931.	14,164.
13 Total assets		13,022,510.	11,362,739.
Liabilities and Stockholders' Equity			
14 Accounts payable		662,212.	386,200.
15 Other current liabilities (attach schedule)	SEE STATEMENT. 6	3,505,966.	924,225.
16 Loans from stockholders and other related persons			
17 Other liabilities (attach schedule)	SEE STATEMENT. 7	183,195.	379,282.
18 Capital stock:			
a Preferred stock			
b Common stock		4,183,152.	3,921,705.
19 Paid-in or capital surplus (attach reconciliation)			0.
20 Retained earnings		4,487,985.	5,751,327.
21 Less cost of treasury stock		( )	( )
22 Total liabilities and stockholders' equity		13,022,510.	11,362,739.

Form 5471 (Rev. 5-2001)

**Schedule G Other Information**

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No  
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No  
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

**Schedule H Current Earnings and Profits** (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.	1	2,058,456,772.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		<b>Net Additions</b>	<b>Net Subtractions</b>
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		0.
f	Inventory adjustments		
g	Taxes	226,320,276.	
h	Other (attach schedule)	3.	3.
3	Total net additions	226,320,279.	
4	Total net subtractions		3.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	2,284,777,048.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	2,284,777,048.
d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions)	5d	1,782,126.
Enter exchange rate used for line 5d ▶		0.0007800	

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income.	8	

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

000776 09/03/2002

**SCHEDULE J  
(Form 5471)**(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service**Accumulated Earnings and Profits (E&P)  
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE KOREA INC.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
<b>1</b> Balance at beginning of year	5,322,466,900.	-8,121,836.				5,314,345,064.
<b>2a</b> Current year E&P	2,284,777,048.					
<b>b</b> Current year deficit in E&P						
<b>3</b> Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	7,607,243,948.	-8,121,836.				
<b>4</b> Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
<b>5a</b> Actual distributions or reclassifications of previously taxed E&P						
<b>b</b> Actual distributions of nonpreviously taxed E&P						
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
<b>b</b> Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	7,607,243,948.	-8,121,836.				
<b>7</b> Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	7,607,243,948.	-8,121,836.	0.	0.	0.	7,599,122,112.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)



**SCHEDULE M**  
**(Form 5471)**  
(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service**Transactions Between Controlled Foreign Corporation  
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE KOREA INC.

**Important:** Complete a **separate** Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Won 0.0007800

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
<b>1</b> Sales of stock in trade (inventory) . . . . .			961,704.		
<b>2</b> Sales of property rights (patents, trademarks, etc.) . . . . .					
<b>3</b> Compensation received for technical, managerial, engineering, construction, or like services . . . . .		111,345.			
<b>4</b> Commissions received . . . . .					
<b>5</b> Rents, royalties, and license fees received . . . . .					
<b>6</b> Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income) . . . . .					
<b>7</b> Interest received . . . . .					
<b>8</b> Premiums received for insurance or reinsurance . . . . .					
<b>9</b> Add lines 1 through 8 . . . . .	0.	111,345.	961,704.	0.	0.
<b>10</b> Purchases of stock in trade (inventory) . . . . .		4,155,460.	3,832,130.		
<b>11</b> Purchases of tangible property other than stock in trade . . . . .					
<b>12</b> Purchases of property rights (patents, trademarks, etc.) . . . . .					
<b>13</b> Compensation paid for technical, managerial, engineering, construction, or like services . . . . .		123,846.	90,962.		
<b>14</b> Commissions paid . . . . .					
<b>15</b> Rents, royalties, and license fees paid . . . . .		14,402.			
<b>16</b> Dividends paid . . . . .					
<b>17</b> Interest paid . . . . .					
<b>18</b> Add lines 10 through 17 . . . . .	0.	4,293,708.	3,923,092.	0.	0.
<b>19</b> Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . . . .					
<b>20</b> Amounts loaned (enter the maximum loan balance during the year) -- see instructions . . . . .					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

♥ 000776 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OPERATING REVENUE	7,262,060	5,664
OTHER INCOME	-104,672,090	-81,644
	-----	-----
Total	-97,410,030	-75,980
	=====	=====

000776 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 2  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	90,045,246	70,235
CHARITABLE DEDUCTIONS	1,200,000	936
ADVERTISING	57,567,616	44,903
GENERAL STATIONARY AND SU	31,115,104	24,270
TELEPHONE COMMUNICATIONS	535,554,799	417,733
OPERATING COSTS	85,375,724	66,593
UTILITIES	13,745,197	10,721
REPAIRS AND MAINTENANCE	22,702,965	17,708
INSURANCE	20,007,160	15,606
SERVICE CHARGES	88,056,179	68,684
AMORTIZATION CHARGES	82,633,069	64,454
OTHER DEDUCTIONS	3,250,169	2,535
INTER CORP. - OTHER EXP.	158,685,571	123,775
EXPENSE TRANSFERS	1	
Total	1,189,938,800	928,153

♥ 000776 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	26,376	22,463
CURRENT DEFERRED TAXES	73,994	116,465
Total	100,370	138,928

000776 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 4  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7.-- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	551,762	430,313
Total	551,762	430,313

000776 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 5  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
-----	-----	-----
DEFERRED CHARGES	11,790	14,164
NON CURRENT DEFERRED TAXE	8,141	
	-----	-----
Total	19,931	14,164
	=====	=====

000776 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 6  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	290,278	264,377
INCOME TAXES PAYABLE	359,925	354,936
ACCRUED CURRENT LIABILITIES	389,636	213,523
OTHER CURRENT LIABILITIES	83,264	78,060
INDEMNITIES, PENSIONS AND	-43,986	-155,078
INTER CORPORATE BAL. WITH	2,426,849	168,407
Total	3,505,966	924,225

000776 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
GRACE KOREA INC.

Statement 7  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
NON CURRENT DEFERRED TAX	183,195	379,282
Total	183,195	379,282



000774 09/03/2002

Form **5471**

(Rev. May 2001)

Department of the Treasury  
Internal Revenue Service**Information Return of U.S. Persons With  
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by  
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

**File In Duplicate**  
(see When and  
Where To File in the  
instructions)

Name of person filing this return

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Number, street, &amp; room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

**A Identifying number**

65-0773649

**B Category of filer (See instructions. Check applicable box(es)):**1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒**C** Enter the total percentage of the foreign corporation's voting stock  
you owned at the end of its annual accounting period 100 %

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

**D Person(s) on whose behalf this information return is filed:**

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

**Important:** Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a Name and address of foreign corporation**W.R. GRACE (MALAYSIA) SDN  
7 LORONG 1, JALAN SATU, 43200 CHERAS JAYA  
SELANGOR DARUL EHSAN, MALAYSIA**b Employer identification number, if any****c** Country under whose laws incorporated  
MALAYSIA**d Date of incorporation**

3/23/73

**e Principal place of busn.**

MALAYSIA

**f Principal business activity  
code number**

325900

**g Principal business activity**OTHER CHEMICAL  
PRODUCT MFG**h Functional currency**

Malaysia Ringgit

**2 Provide the following information for the foreign corporation's accounting period stated above.**

<b>a</b> Name, address, and identifying number of branch office or agent (if any) in the United States		<b>b</b> If a U.S. income tax return was filed, please show:	
		(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
<b>c</b> Name and address of foreign corporation's statutory or resident agent in country of incorporation  CORPORATE HOUSE SVC. SDN.BHD. 288 JALAN RAJA LAUT 50350 KUALA LUMPUR, MALAYSIA		<b>d</b> Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different  TEE AH HENG 7 LORONG 1, JALAN SATU, 43200 CHERAS JAYA SELANGOR DARUL EHSAN, MALAYSIA	

**Schedule A Stock of the Foreign Corporation****Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	10,000	10,000

**Part II — Additional Information for Preferred Stock**

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

**Schedule B U.S. Shareholders of Foreign Corporation** (See the instructions.)

[illegible]**Schedule C** **Income Statement** (See the instructions.)

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
INCOME	1a Gross receipts or sales .....	1a 26,417,037.	6,952,436.
	b Returns and allowances .....	1b 1,246,410.	328,030.
	c Subtract line 1b from line 1a .....	1c 25,170,627.	6,624,406.
	2 Cost of goods sold .....	2 15,431,510.	4,061,265.
	3 Gross profit (subtract line 2 from line 1c) .....	3 9,739,117.	2,563,141.
	4 Dividends .....	4	
	5 Interest .....	5 -89,680.	-23,602.
	6 Gross rents, royalties, and license fees .....	6	
	7 Net gain or (loss) on sale of capital assets .....	7	
8 Other income (attach schedule) .....	8 -12,918.	-3,400.	
9 Total income (add lines 3 through 8) .....	9 9,636,519.	2,536,139.	
DEDUCTIONS	10 Compensation not deducted elsewhere .....	10 1,222,285.	321,681.
	11 Rents, royalties, and license fees .....	11 1,204,855.	317,093.
	12 Interest .....	12	
	13 Depreciation not deducted elsewhere .....	13 210,158.	55,309.
	14 Depletion .....	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes) .....	15	
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) .....	16 1,680,112.	442,172.
	17 Total deductions (add lines 10 through 16) .....	17 4,317,410.	1,136,255.
INCOME	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9) .....	18 5,319,109.	1,399,884.
	19 Extraordinary items and prior period adjustments (see instructions) .....	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions) .....	20 1,678,982.	441,875.
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20) .....	21 3,640,127.	958,009.

Form 5471 (Rev. 5-2001)

**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued** (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 MALAYSIA	1,677,354.	0.2631590	441,411.
3			
4			
5			
6			
7			
8 Total			441,411.

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		733,486.	1,098,571.
2a Trade notes and accounts receivable		1,870,347.	1,879,972.
b Less allowance for bad debts		( 88,209.)	( -4,633.)
3 Inventories		244,311.	304,996.
4 Other current assets (attach schedule)	SEE STATEMENT 3	6,478.	-416.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)	SEE STATEMENT 4	52,343.	52,343.
8a Buildings and other depreciable assets		744,735.	756,627.
b Less accumulated depreciation		( 426,959.)	( 471,446.)
9a Depletable assets			
b Less accumulated depletion		( )	( )
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c		( )	( )
12 Other assets (attach schedule)	SEE STATEMENT 5	147,329.	77,070.
13 Total assets		3,283,861.	3,702,350.
Liabilities and Stockholders' Equity			
14 Accounts payable		624,111.	471,137.
15 Other current liabilities (attach schedule)	SEE STATEMENT 6	1,860,593.	1,963,232.
16 Loans from stockholders and other related persons		913,632.	933,694.
17 Other liabilities (attach schedule)		0.	0.
18 Capital stock:			
a Preferred stock			
b Common stock		2,632.	2,632.
19 Paid-in or capital surplus (attach reconciliation)			0.
20 Retained earnings		-117,107.	331,655.
21 Less cost of treasury stock		( )	( )
22 Total liabilities and stockholders' equity		3,283,861.	3,702,350.

Form 5471 (Rev. 5-2001)

**Schedule G Other Information**

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No  
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No  
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

**Schedule H Current Earnings and Profits** (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.		1	3,640,127.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):			
		Net Additions	Net Subtractions	
a	Capital gains or losses			
b	Depreciation and amortization			
c	Depletion			
d	Investment or incentive allowance			
e	Charges to statutory reserves			
f	Inventory adjustments			
g	Taxes	1,628.		
h	Other (attach schedule)	0.	0.	
3	Total net additions	1,628.		
4	Total net subtractions		0.	
5a	Current earnings and profits (line 1 plus line 3 minus line 4)			3,641,755.
5b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)			
5c	Combine lines 5a and 5b			3,641,755.
5d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).			958,437.
	Enter exchange rate used for line 5d ▶			0.2631800

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income.	8	

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

000774 09/03/2002

**SCHEDULE J  
(Form 5471)**(Rev. May 2001)  
Department of the Treasury  
Internal Revenue Service**Accumulated Earnings and Profits (E&P)  
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE (MALAYSIA) SDN

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
<b>1</b> Balance at beginning of year	1,459,432.	-209,873.				1,249,559.
<b>2a</b> Current year E&P	3,641,755.					
<b>b</b> Current year deficit in E&P						
<b>3</b> Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	5,101,187.	-209,873.				
<b>4</b> Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
<b>5a</b> Actual distributions or reclassifications of previously taxed E&P						
<b>b</b> Actual distributions of nonpreviously taxed E&P	1,934,838.					
<b>6a</b> Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
<b>b</b> Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	3,166,349.	-209,873.				
<b>7</b> Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	3,166,349.	-209,873.	0.	0.	0.	2,956,476.

For Paperwork Reduction Act Notice, see the instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

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NTF 35890 --

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000774 09/03/2002

**SCHEDULE M**  
**(Form 5471)**  
 (Rev. May 2001)  
 Department of the Treasury  
 Internal Revenue Service

**Transactions Between Controlled Foreign Corporation  
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE (MALAYSIA) SDN

**Important:** Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Malaysia Ringgit .263158

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
<b>1</b> Sales of stock in trade (inventory) .....			49,468.		
<b>2</b> Sales of property rights (patents, trademarks, etc.) .....					
<b>3</b> Compensation received for technical, managerial, engineering, construction, or like services. ....					
<b>4</b> Commissions received .....					
<b>5</b> Rents, royalties, and license fees received. ....					
<b>6</b> Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income). ....					
<b>7</b> Interest received .....					
<b>8</b> Premiums received for insurance or reinsurance. ....					
<b>9</b> Add lines 1 through 8 .....	0.	0.	49,468.	0.	0.
<b>10</b> Purchases of stock in trade (inventory) .....		123,822.	557,139.		
<b>11</b> Purchases of tangible property other than stock in trade .....					
<b>12</b> Purchases of property rights (patents, trademarks, etc.) .....					
<b>13</b> Compensation paid for technical, managerial, engineering, construction, or like services. ....			155,277.		
<b>14</b> Commissions paid. ....					
<b>15</b> Rents, royalties, and license fees paid. ....		163,770.			
<b>16</b> Dividends paid .....			509,230.		
<b>17</b> Interest paid .....		23,600.			
<b>18</b> Add lines 10 through 17 .....	0.	311,192.	1,221,646.	0.	0.
<b>19</b> Amounts borrowed (enter the maximum loan balance during the year) -- see instructions ...		933,694.			
<b>20</b> Amounts loaned (enter the maximum loan balance during the year) -- see instructions ...					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

CAA

1 5471M1

NTF 35685

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Statement 1  
65-0773649000774 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

## Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	-12,918	-3,400
	-----	-----
Total	-12,918	-3,400
	=====	=====

000774 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Statement 2  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	30,380	7,995
CHARITABLE DEDUCTIONS	400	105
ADVERTISING	103,768	27,310
GENERAL STATIONARY AND SU	79,493	20,921
TELEPHONE COMMUNICATIONS	629,795	165,749
OPERATING COSTS	1,116,504	293,842
UTILITIES	41,631	10,956
REPAIRS AND MAINTENANCE	6,820	1,795
INSURANCE	129,333	34,038
SERVICE CHARGES	45,770	12,046
EXPENSE TRANSFERS	-9,998	-2,631
OTHER DEDUCTIONS	-1,439,000	-378,716
INTER CORP. - OTHER EXP.	945,216	248,762
Total	1,680,112	442,172



Statement 3  
65-0773649♥ 000774 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	6,478	-416
Total	6,478	-416

000774 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Statement 4  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	52,343	52,343
Total	52,343	52,343

Statement 5  
65-0773649000774 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
-----	-----	-----
DEFERRED CHARGES	147,329	77,070
	-----	-----
Total	147,329	77,070
	=====	=====

000774 09/03/2002  
W. R. GRACE & CO. & SUBSIDIARIES  
W.R. GRACE (MALAYSIA) SDN

Statement 6  
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	92,718	42,015
INCOME TAXES PAYABLE	14,916	83,554
ACCRUED CURRENT LIABILITY	611,865	488,691
INDEMNITIES, PENSIONS AND	544,483	145,556
INTRA CORPORATE	-111	-111
INTER CORPORATE BAL. WITH	596,722	1,203,527
	-----	-----
Total	1,860,593	1,963,232
	=====	=====

000778 09/03/2002

Form **5471**

(Rev. May 2001)

Department of the Treasury  
Internal Revenue Service**Information Return of U.S. Persons With  
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by  
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

**File In Duplicate**  
(see When and  
Where To File in the  
instructions)

Name of person filing this return

W. R. GRACE &amp; CO. &amp; SUBSIDIARIES

Number, street, &amp; room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

**A Identifying number**

65-0773649

**B Category of filer** (See instructions. Check applicable box(es)):1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒**C** Enter the total percentage of the foreign corporation's voting stock

you owned at the end of its annual accounting period 100%

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

**D** Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

**Important:** Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a** Name and address of foreign corporation

W.R. GRACE SPECIALTY CHEM

Lot 114 Gebeng Industrial Estate, P.O. Box 30 Balak

26080 Kuantan, Pahang, Malaysia

**b** Employer identification number, if any**c** Country under whose laws incorporated  
MALAYSIA**d** Date of incorporation

12/12/91

**e** Principal place of busn.

MALAYSIA

**f** Principal business activity  
code number

325900

**g** Principal business activityOTHER CHEMICAL  
PRODUCT MFG**h** Functional currency

Malaysia Ringgit

**2** Provide the following information for the foreign corporation's accounting period stated above.**a** Name, address, and identifying number of branch office or agent  
(if any) in the United States

NONE

**b** If a U.S. income tax return was filed, please show:

(i) Taxable income or (loss)

(ii) U.S. income tax paid  
(after all credits)**c** Name and address of foreign corporation's statutory or resident  
agent in country of incorporation**d** Name and address (including corporate department, if applicable) of  
person (or persons) with custody of books & records of the foreign  
corporation, and the location of such books and records, if different

M S AWANG

**Schedule A Stock of the Foreign Corporation****Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
ORDINARY SHARES	5,000,002	5,000,002
PREFERENCE SHARES	101,282	101,282

**Part II — Additional Information for Preferred Stock**

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

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### Schedule B

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## Schedule C

**Important:** Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

# INCOME

## DEDUCTIONS

**FOIA**

Form 5471 (Rev. 5-2001)

**Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued** (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 MALAYSIA	263,885.	0.2631600	69,444.
3			
4			
5			
6			
7			
8 Total			69,444.

**Schedule F Balance Sheet**

**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		9,318,244.	14,167,054.
2a Trade notes and accounts receivable		2,206,153.	2,753,468.
b Less allowance for bad debts		( -97,373. )	( -114,567. )
3 Inventories		1,891,259.	2,367,343.
4 Other current assets (attach schedule) SEE STATEMENT 3		67,024.	25,294.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)		0.	0.
8a Buildings and other depreciable assets		28,680,749.	29,316,267.
b Less accumulated depreciation		( 7,630,575. )	( 10,016,899. )
9a Depletable assets			
b Less accumulated depletion			
10 Land (net of any amortization)		1,210,162.	1,189,656.
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c			
12 Other assets (attach schedule)		0.	0.
13 Total assets		35,840,389.	39,916,750.
Liabilities and Stockholders' Equity			
14 Accounts payable		985,923.	1,008,490.
15 Other current liabilities (attach schedule) SEE STATEMENT 4		271,505.	121,083.
16 Loans from stockholders and other related persons			
17 Other liabilities (attach schedule)		0.	0.
18 Capital stock:			
a Preferred stock		26,653.	26,653.
b Common stock		1,315,800.	1,315,800.
19 Paid-in or capital surplus (attach reconciliation)		26,626,718.	26,626,718.
20 Retained earnings		6,613,790.	10,818,006.
21 Less cost of treasury stock			
22 Total liabilities and stockholders' equity		35,840,389.	39,916,750.

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**Schedule G Other Information**

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No  
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No  
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

**Schedule H Current Earnings and Profits** (See the instructions.)

**Important:** Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.	1	15,975,900.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		<b>Net Additions</b>	<b>Net Subtractions</b>
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes	145,152.	
h	Other (attach schedule)	0.	4.
3	Total net additions	145,152.	
4	Total net subtractions		4.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	16,121,048.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	16,121,048.
d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).	5d	4,242,737.
Enter exchange rate used for line 5d ▶		0.2631800	

**Schedule I Summary of Shareholder's Income From Foreign Corporation** (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income.	8	

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.